

## **EXHIBIT C**

SUNOMIX – ALPHA-O PEPTIDES  
LICENSING AGREEMENT TERM SHEET

This Proposal and Binding Term Sheet (“*Term Sheet*”) contains information belonging to Sunomix Therapeutics, Inc. (“Sunomix”) and information belonging to Alpha-O Peptides, AG (“AOP”) that is confidential. This information is only intended for the use of the other above named entity, the recipient, as provided in this proposal and binding term sheet. The recipient may not disclose, and shall use all reasonable efforts to prevent the inadvertent disclosure of the Confidential Information to any third party without the prior written consent of the entity who owns such information. In addition, the recipient may not use the information for any purposes except for the express purposes set forth in this proposal and binding term sheet. For purposes of any prior confidentiality agreement between Sunomix and AOP, this document shall constitute confidential information even if not so marked on every page of the documents and may only be used for the purposes specified. The Confidentiality Agreement between Sunomix and AOP dated TBD (the “CDA”) shall govern the exchange of Confidential Information (as defined in the CDA) set forth herein and pursuant to this Term Sheet, and this Term Sheet shall be deemed to be Confidential Information of both parties. If you receive this document in error, please immediately contact us by telephone to arrange for return of the original documents to us.

**EXECUTIVE SUMMARY**

Sunomix Therapeutics is an early stage biotechnology company creating novel vaccines using AOP’s proprietary self-assembling protein nanoparticles (SAPNs). As its first deliverable product, Sunomix is developing a SAPN vaccine for the prevention and potential treatment of “*Ocular Herpes*” (OH). Our expectation is to leverage the SAPN platform to develop a highly effective vaccine which combats the symptoms and/or onset of disease for the millions currently living with OH in the United States and worldwide.

**1. LICENSE**

License Grant. AOP grants to Sunomix a non-exclusive license to write Small Business Innovation Research (SBIR) and Small Business Technology Transfer (STTR) grant proposal in collaboration with the non-profit institution University of California Irvine that will focus on the innovative SAPN vaccine platform. The SBIR/STTR programs are structured in three phases:

- 1.1 **Phase I:** Sunomix will pay to AOP a non-refundable, non-creditable license fee of \$20,000 USD for the Phase I SBIR/STTR approved OH grant. The objective of the Phase I is to establish the technical merit, feasibility, and commercial potential of the proposed R&D efforts and to determine the quality of performance of the small business awardee organization prior to providing further Federal support in Phase II. SBIR Phase I awards normally do not exceed \$ 200,000 total costs.
- 1.2 **Phase II:** The objective of Phase II is to continue the R&D efforts initiated in Phase I. Funding is based on the results achieved in Phase I and the scientific and technical merit and commercial potential of the project proposed in Phase II. **Only Phase I awardees** are eligible for a Phase II award. SBIR/STTR Phase II awards normally do not exceed \$1,500,000 total costs for 2 years. Sunomix will pay to AOP a non-refundable, non-creditable license fee of \$150,000 USD for the phase II SBIR/STTR approved OH grant.





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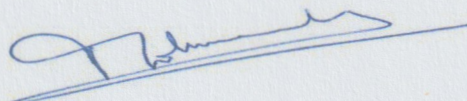
Phase III and exclusive license involving investors will have a separate agreement in the future.

On Behalf of Sunomix Therapeutics

Effective Date \_\_\_\_\_ September 4<sup>th</sup>, 2018 \_\_\_\_\_

Name \_\_\_\_\_ Dr Mohammed Bouziane \_\_\_\_\_

Signature

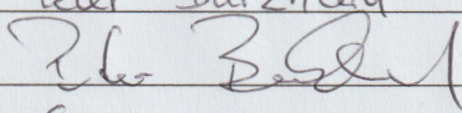


Title \_\_\_\_\_ CEO \_\_\_\_\_

On Behalf of AOP

Effective Date \_\_\_\_\_ September 6, 2018 \_\_\_\_\_

Name \_\_\_\_\_ Peter Burkhard \_\_\_\_\_

Signature \_\_\_\_\_  \_\_\_\_\_

Title \_\_\_\_\_ CEO \_\_\_\_\_



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**Exhibit A**

Patent Rights – Patents and patent families of AOP to be licensed to Sunomix

**Titles and Status of Patent Families**

1. EP 04711429.3 (2004). “Peptidic Nanoparticles as Drug Delivery and Antigen Display Systems,” by P. Burkhard

Approved: US, JP, DE, GB, FR, IT, CH, BE, IE

Pending: -

2. EP 09717471.8 (2008). “Self-assembling peptide nanoparticles useful as vaccines,” by P. Burkhard

Approved: US, AU, RU

Pending: EP, CA, JP, IN

3. PCT/EP14150600.6 (2014). “Flagellin-containing protein nanoparticles as a vaccine platform” by S.K. Raman, et al.

Approved: -

Pending: EP, US, JP, RU, CN, AU, CA, IN

4. PCT/EP17157687.9 (2017). “Self-assembling protein nanoparticles encapsulating immunostimulatory nucleic acids” by S.K. Raman, et al.

Approved: -

Pending: EP, US, JP, RU, CN, AU, CA, IN

5. PCT/EP17162540.3 (2017). “Self-assembling protein nanoparticles with built-in six-helix bundle proteins” by S.K. Raman, et al.

Approved: -

Pending: EP, US, JP, RU, CN, AU, CA, IN

